



Bylaws

Open Education Global, Incorporated

60 Thoreau Street, Suite 238, Concord, Massachusetts 01742

Identification Number: 010908761

ARTICLE I. NAME AND LOCATION

Section 1. Name

The name of the corporation is OPEN EDUCATION GLOBAL, Incorporated, located 60 Thoreau Street, Suite 238, Concord, Massachusetts 01742.

ARTICLE II. PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Open Education Global's mission is to promote, support, and advance open education around the world in collaboration with our members and partners. We bring those engaged in open education together to learn from each other and partner on improving and advancing open education work globally.

The specific objectives and purpose of this corporation will be to utilize the open education approach to:

- a. expand equitable, affordable and inclusive access to education enabling every person on earth to access and contribute,
- b. improve the quality of education,
- c. make education more affordable,
- d. improve teacher and learner success,
- e. foster collaboration and sharing through the co-creation of education materials and the freedom to use, customize, improve, and redistribute them,
- f. generate pedagogical innovation using the collaborative, interactive culture of open education, technology, and law,
- g. foster international partnerships and a global participatory culture of learning, creating, sharing, disseminating and cooperation,
- h. support capacity building to advance open education worldwide.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership application will be open to any corporation or individual supporting the purpose statement in Article II. Members are welcome to be co-creators of open education and share value globally in partnership with Open Education Global and others engaged in a similar practice around the world.

Section 2. Category of members - annual dues

In accordance with its specific purpose, OEG has following categories of members:

- a. individual members, who have expressed their will to support the organization, don't pay annual dues, don't vote but can be elected director of the board (the "**Individual Member**" or "**Individual Members**"),
- b. members, sustaining members or any other categories of members are registered corporations, pay dues, have the rights provided in Section 3 and their representative can be elected director of the board (the "**Member**" or "**Members**").

The amount required for annual dues is based on applicable categories listed on Open Education Global's website, as voted by the Board of Directors. Continued membership is contingent upon being up to date, having payments in process, or agreements for membership dues or contributions.

Section 3. Rights of Members

Members delegate to the board of directors the necessary mandate to process in relation to changes to the bylaws and membership eligibility and budget, and vote in annual elections for the Directors of the Board. They are informed on the activities of the corporation.

Section 4. Resignation and Termination

Any Individual Member or Member can end their membership by notifying Open Education Global staff in writing. Resignation will not relieve a member of unpaid dues or other charges previously accrued. An Individual Member or Member will have their membership terminated automatically if there is no response to communication to renew membership by the deadline stated or without an agreement for the annual dues after reasonable notice.

Section 5. Membership Meetings

Notice of each meeting will be given by the Board of Directors to each Member by email no less than four (4) weeks before the meeting. All issues that will be voted on will occur electronically and are decided by a simple majority of the Members that are present or represented by another Member during the time frame in which the vote is scheduled and announced before the meeting. A call for a special meeting can also be held if signed by ten per cent (10%) of the Members. A Member cannot hold more than two representation mandates of other Members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Responsibilities

The affairs of the Corporation will be overseen by its Board of Directors. The two primary responsibilities of the Board of Directors are the hiring and supervision of the Executive Directorship and fiduciary oversight. The Board of Directors will work with the Executive Directorship and staff and be responsible for the strategy, policies, and property (if any are incurred) of the Corporation.

Section 2. Number, Requirements, Qualifications and Tenure

a. Number

The number of Directors will consist of no less than three (3) nor more than thirteen (13) that are made up of nine (9) elected and four (4) appointed to ensure global representation and expertise. This number does not include the Executive Directorship.

b. Requirements

The Directors will take on the performance of their duties upon the first Board of Directors' meeting following their election and will continue in office until their successors are elected or appointed and hold their first Board of Directors' meeting.

c. Qualifications

No two Directors related by family or marriage/domestic partnership can simultaneously serve on the Board of Directors and no Director can be similarly related to any of the staff members. Any appointed Director will not be required to be an Individual Member.

d. Tenure

All Directors will hold office for up to three (3) three-year terms in total.

Section 3. Regular Meetings

The President will decide on a minimum of four (4) regular meetings of the Board of Directors for each calendar year. The Clerk will work with the Board of Directors to set the time and place for the regular meetings. An effort will be made to accommodate different time zones across the year's regular meetings.

Each Director will attend at least four (4) regular Board meetings per year, two online and two in person (when available), with virtual options for those unable to travel.

Notice

Notice of regular meetings will be sent to all Directors at least two months before the meeting date, whether virtual or in-person. One of the in-person board meetings should take place immediately following the yearly Conference of the corporation.

Section 4. Special Meetings

Special meetings of the Board of Directors can be called by, or at the request of, the President or any two members of the Board of Directors and will take place virtually.

Notice and Documentation

Notice of any special meeting of the Board of Directors will be given reasonable notice before the meeting by electronic methods. The attendance of a Director at a special meeting does not need a formal written notice. Attendance and approvals will be documented in the corporate records or made part of the meeting minutes.

Section 5. Majority and Quorum

At any meeting (virtual or in-person, regular or specific), a quorum is defined as the presence of the simple majority of current members of the Board of Directors and is needed to do any voting or official business on behalf of the Board of Directors. The decision is taken by a simple majority vote. A number less than a quorum of Board Members present must end a meeting or suggest a later date without formal notice.

Section 6. Resignation, Termination, and Removal

a. Resignation

Any Director can resign by delivering their resignation to the President, Treasurer, or Clerk of the Corporation or in a meeting of the Directors. Such resignation will be effective upon receipt (unless otherwise specified).

b. Termination

Any Director who fails to fulfill their requirements or has two consecutive unexcused absences within one year will automatically forfeit their seat on the Board. The Board President will notify the Director in writing that their seat is vacant, and the Board of Directors can immediately proceed to fill the vacancy or wait for the next election process. Directors removed for failure to meet their requirements are not entitled to vote on Board decisions.

c. Removal

Any Director can be removed with cause only after reasonable notice and opportunity to be heard. A vote by a majority of the members of the Board of Directors can take place at a special meeting or at any regular meeting. Each member of the Board of Directors must receive written notice of the proposed

removal at least two (2) weeks before the proposed action. An officer who has been removed as a Director will automatically also lose their officer status.

Section 7. Vacancies

Whenever any vacancy occurs for appointed Directors, it will be filled without delay by a simple majority vote of the remaining Directors at a regular meeting. Vacancies for elected Directors will be filled at the next year's election. Vacancies can be created and filled according to specific methods approved by the Board of Directors.

Section 8. Compensation

Directors will not receive any compensation for their services as Directors but can be reimbursed for expenses incurred for attending in-person board meetings or on behalf of the Corporation based on need and resources of the corporation.

Section 9. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which can be taken at a meeting of Directors, can be taken without a meeting if consent in writing (including email) is signed by two-thirds (2/3) of all the Directors following notice of the intended action to all Directors.

Section 10. Confidentiality

Directors will not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors will use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

ARTICLE V. OFFICERS

The officers of the Board will be the President, the Vice-President(s), the Clerk, and the Treasurer. All officers must have the status of Directors of the Board. The President and Treasurer will not be held by the same person. The Treasurer and Clerk can be held by the same person unless the Clerk is part of the Executive Directorship.

Section 1. President

The President will preside at all Board of Directors meetings and Members meetings. The President will have the following duties:

- a. general and active management of the business of the Board of Directors by preparing the agenda for Board and members' meetings in consultation with the Executive Directorship;
- b. see that all decisions for the Board of Directors are brought to the Board of Directors;
- c. supervise the activities, organization, and direction of all other officers of this Corporation in their capacity as officers of the Corporation and see that their duties are properly performed;
- d. assist the Board in its review of the performance of the Executive Directorship.

Section 2. Vice-President(s)

If one or more Vice-President(s) are elected, they shall have such duties and powers as the Board of Directors shall determine, as suggested by the President. If several Vice-Presidents are elected, one of them will in any case be in charge of internal affairs and, during the President of the Board' absence or inability to act, this Vice-President shall have and may exercise all the powers and duties of the President, unless otherwise determined by the Board.

The Vice-President(s) will chair committees (when applicable) and other duties from time to time, when determined by the Board of Directors.

Section 3. Clerk

The Clerk will attend all meetings of the Board of Directors and all meetings of members, except in a case of conflict of interest. A staff member can fulfill the duties of the Clerk. The Clerk's duties will consist of:

- a. record all votes and minutes and organize them in a known designated virtual space open to all Directors and Resident Agents. They will work with the President to make the arrangements for all meetings of the Board of Directors, including the Members meeting (if applicable) of the corporation;
- b. send notices of all meetings (with the assistance of a staff member if applicable) to the Directors or Members, and will take reservations for the meetings;
- c. maintain all official documentation for the Corporation and work with the Resident agent, Director of Finance, Treasurer, and Executive Directorship to file any legally required reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and any other governmental agencies;
- d. perform all correspondence from the Board of Directors as requested by the Board or the President.

Section 4. Treasurer

The Treasurer's duties will be:

- a. provide oversight of the Corporation's financial affairs, funds, and securities, and full and accurate records;
- b. work with the staff to present a complete and accurate report of the finances for the Board of Directors;
- c. have the right to inspect the funds, including budgets and subsequent audit reports;
- d. review the direct audits of the program's funds according to funding source guidelines and generally accepted accounting principles and work with staff on any changes in practice that are needed;
- e. perform such other duties as can be prescribed by the Board of Directors or the President under whose supervision they will be;
- f. work with the Clerk to prepare or oversee all financial reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and any other governmental agencies.

Section 5. Election of Officers

The Board of Directors will receive the names of those persons interested in the respective officer positions of the Board of Directors. If more than one person expresses interest in an officer position, the Board will vote on the candidates.

Tenure

Officers elected will serve a term of three (3) years, commencing immediately following their election process and ending with the election of their successor, unless a shorter term is otherwise mutually agreed upon by the Board of Directors.

Section 6. Removal of Officer

The Board of Directors can remove any officer and elect a successor for the unexpired term. No officer will be removed without an opportunity to be heard. A notice of removal will be given to the member in writing four (4) weeks before the meeting at which it will be presented, along with the reasons for the Board of Directors' removal.

Section 7. Resignation

Any officer can resign by delivering their resignation to the President, Treasurer or Clerk or in a meeting of the Board of Directors. The resignation will be effective upon receipt (unless otherwise specified or agreed).

Section 8. Vacancies

The Directors of the Board will be responsible for filling vacancies of officers between meetings. Nominations will be sent in writing to members of the Board of Directors at least two (2) weeks before the next meeting at which the election will be held. The persons elected will hold the Officer position for the remainder of the term.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Board of Directors can create one or more standing or ad hoc committees as needed, such as executive, financial/budget, sustainability, membership, nominating, etc. The President of the Board appoints all committee chairs. Committees will include a Director of the Board and a staff member. Committees can also include anyone from within or outside of membership. Unless designated by the Board of Directors, committees can determine the rules and conduct of their meetings and the number of committee members required for a quorum or action.

Section 2. Executive Committee

An Executive Committee can be created with the President, Vice-President(s), and the Executive Directorship. Except for the ability to amend these Bylaws, the Executive Committee will have the ability and authority of the Board of Directors in the intervals between meetings of the Board of Directors and to the direction and authority of the full Board.

ARTICLE VII. CORPORATE STAFF

Section 1: Executive Directorship

The Board of Directors will hire one or two Executive Director(s) who will serve at the will of the Board. The Executive Directorship will have immediate and overall supervision of the operations of the corporation and will direct the day-to-day business; maintain the properties of the corporation; hire, discharge, and determine the salaries and other compensation of all staff members under their supervision; and perform additional duties as directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member, or member of the Board of Directors can individually instruct the Executive Directorship or any other employee.

The Executive Directorship will make such reports at the Board and Executive Committee meetings as will be required by the President or the Board. The Executive Directorship can but is not required to be an ad-hoc member of all committees.

The Executive Directorship cannot be related by family or marriage/domestic partnership to any Directors or staff of the corporation.

The Executive Directorship can be hired at any meeting of the Board of Directors by a majority vote of a simple majority quorum and will serve until removed by the Board of Directors upon a vote of a simple majority quorum at any meeting of the Board Directors. Such removal can be with or without cause. Nothing will confer any compensation or other rights for any Executive Director, who will remain employee(s) terminable at will.

ARTICLE VIII. Conflict of Interest and Compensation

Section 1: Definition and Procedure

Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the Board of Directors will have a process to ensure that:

- a. The interest of such a Director is fully disclosed to the Board of Directors.
- b. No interested Director can vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.

- c. Any transaction in which a Director has a financial or personal interest will be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the corporation.
- d. Payments to the interested officer or director will be reasonable and will not exceed fair market value.
- e. The minutes of meetings at which such votes are taken will record such disclosure, abstention, and rationale for approval.

Section 2. Annual Conflict of Interest Statements

Each director, officer and member of a committee with governing Board delegated powers will annually sign a statement which affirms each person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 3. Use of Outside Experts

When conducting the periodic reviews as provided for in the bylaws, the corporation can, but need not, use outside advisors. If outside experts are used, their use will not relieve the Board of Directors or Executive Directorship of their responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Commonwealth of Massachusetts, the corporation will indemnify any Director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who can have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "Indemnitee"), against expenses actually and necessarily incurred by such Indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee will have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification will not be considered exclusive of any other rights to which an indemnitee can be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Further, a director of the Corporation will not be civilly liable for an act or omission if the act or omission was in good faith, and within the scope of the person's responsibilities except for:

- a. Willful or reckless misconduct;
- b. An action or proceeding by the attorney general for breach of a fiduciary duty as a director;
- c. A cause of action to the extent it is based on federal law;
- d. A cause of action based on the person's express contractual obligations;
- e. An action or proceeding based on a breach of public fiduciary responsibility.

If the Act is amended after to authorize the further elimination of limitation of the liability of directors, then the liability of a director of the Corporation in addition to the limitations on personal liability provided herein, will be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Article by the directors of the Corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of the repeal or modification.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding can be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it will ultimately be determined that such indemnitee is not entitled to be indemnified as described in this Article.

Section 3. Insurance

The Corporation purchases Directors and Officers insurance on behalf of any member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The Corporation will keep complete records of accounts and minutes of the meetings of the Board of Directors.

ARTICLE XI. AMENDMENTS AND DISSOLUTION

Section 1. Bylaws - Articles of Association and Policies

The Board of Directors can amend these Bylaws by majority vote at any regular or special meeting. Written notice with the proposed amendment or summary of the changes to be affected will be given to each director within the time and the manner as the notice of meetings and circulated to the Members. The Board of Directors has any power to define the rules applying within the corporation in writing Articles of Association or Policies.

Section 2. Dissolution

The Corporation can be dissolved in accordance with the laws of the Commonwealth of Massachusetts.

Upon dissolution, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred in connection with the dissolution and winding up the affairs of the Corporation, any remaining assets will be distributed to or among one or more corporations, associations, trusts, foundations and institutions that are then in existence, that are organized or operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code; and that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code, all in such proportion as shall be determined by:

- a. The Board of Directors of the Corporation if the dissolution of the Corporation is not required by the laws of the Commonwealth of Massachusetts, then in existence, to be conducted under court supervision; or
- b. A court of competent jurisdiction, of the dissolution of the Corporation is required by the laws of the Commonwealth of Massachusetts then in existence, to be conducted under court supervision.
- c. Nevertheless, anything that is contrary to the above, if any assets at the time of dissolution are held by the Corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of the Corporation, the assets will revert to be returned, transferred, or conveyed in accordance with the terms and provisions of the trust, condition, or limitation.

ADOPTION OF MODIFICATIONS OF THE BYLAWS

We, the undersigned, are all the directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 5th day of July, 2024, in order to be submitted to the General Assembly of the members.

Perrine de Coëtlogon

Perrine de Coëtlogon, President of the Board



Igor Lesko, interim co-director



Marcela Morales, interim co-director